

# P01000115456

LAW OFFICES  
HALEY, SINAGRA & PEREZ, P.A.

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ONE FINANCIAL PLAZA  
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JAMES W. CARPENTER

RACHEL A. CAMBER  
CHRISTOPHER J. DAWES  
MILTON FUENTES  
ROSS R. HARTOG  
KEVIN R. JACKSON  
THOMAS M. MOON  
JAMES J. WEBB

November 12, 2001

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314


Re: ORUS Information Services, Inc.

To Whom It May Concern:

I am enclosing Amended Articles of Incorporation of ORUS Information Services, Inc. to be filed with the Secretary of State of Florida in order to reconstitute ORUS Information Services, Inc. as a Florida corporation. Please file the Amended Articles and provide us with a copy of the filing reports to verify the designation of this entity as now being a Florida corporation. I also enclose copies of a Certificate of Conversion and related letter contemporaneously provided to the Secretary of State of Colorado to enable the conversion to be concluded. We are also enclosing our check in the amount of \$70.00 to cover the filing and copy fees.

Should you require anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Sincerely yours,

  
James W. Carpenter, Esquire  
For the Firm

JWC/dmw  
Enclosures

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-12/05/01--01024--027  
\*\*\*\*\*58.75 \*\*\*\*\*58.75

800004684858--8  
-12/05/01--01024--028  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

800004684858--8  
-11/16/01--01038--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

599-5255

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC -5 AM 10:40



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 19, 2001

JAMES W CARPENTER, ESQUIRE  
100 SE THIRD AVE, SUITE 1900  
FT LAUDERDALE, FL 33394

SUBJECT: ORUS INFORMATION SERVICES, INC.  
Ref. Number: W01000026463

We have received your document for ORUS INFORMATION SERVICES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$58.75.

There is no provision to convert a Foreign Corporation to a Florida Corporation by filing an amendment.

This is done by filing a Certificate of Domestication pursuant to 607.1801 Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter Number: 501A00062002

LAW OFFICES

HALEY, SINAGRA & PEREZ, P.A.

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November 26, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

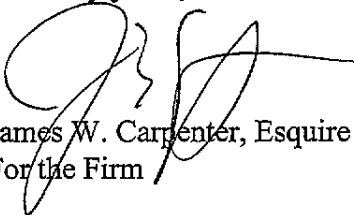
Re: ORUS Information Services, Inc.- Domestication of Foreign Corporation

To Whom It May Concern:

I am enclosing original and One copy of the Certificate of Domestication and related Amended Articles of Incorporation of ORUS Information Services, Inc. to be filed with the Secretary of State of Florida in order to domesticate and reconstitute ORUS Information Services, Inc. as a Florida corporation. Please file the Certificate and provide us with a copy of the filing reports to verify the designation of this entity as now being a Florida corporation. I also enclose your previous letter to us on the issue, as well as our check in the amount of \$58.75 to cover the remaining filing fees and a \$8.75 check for the copy fees.

Should you require anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Sincerely yours,



James W. Carpenter, Esquire  
For the Firm

JWC

Enclosures

dmw-\\Data\_server\data\LITIGATION 1\Carpenter\3145\4-corpconversion\letters\flasosdivision.ltr.2.wpd

MIAMI OFFICE:


100 SOUTH BISCAVNE BOULEVARD, SUITE 800, MIAMI, FLORIDA 33131, TEL: (305) 374-1300, FAX: (305) 358-8305

**CERTIFICATE OF DOMESTICATION OF ORUS INFORMATION SERVICES, INC.**

I, JEFFREY S. ROSCHMAN, as Secretary of ORUS Information Services, Inc., a Colorado corporation (the "Corporation"), hereby certifies that:

1. The Corporation was first formed on January 12, 1999.
2. The jurisdiction where the Corporation was first formed and incorporated in the State of Colorado.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was ORUS Information Services, Inc., a Colorado corporation.
4. The name of the Corporation, as set forth in the Articles of Incorporation, to be filed or already filed pursuant to F.S. 607.0202 and 607.0401 with this Certificate is ORUS Information Services, Inc., a Florida corporation.
5. The jurisdiction that constituted the seat or central administration of the Corporation immediately prior to the filing of the Certificate of Domestication was Colorado.
6. Attached hereto are Articles of Incorporation created under Florida law to complete the domestication requirements pursuant to F.S. 607.1801.

As Corporate Secretary of ORUS Information Services, Inc., I certify that the foregoing Domestication and related Certificate of Domestication were considered agreed and unanimously consented to by all Officers, Directors and Shareholders of record as of the date of said domestication. I have hereunto set my authorized hand for ORUS Information Services, Inc. this 24<sup>th</sup> day of October, 2001.



Print Name: Jeffrey S. Roschman  
Title: Secretary

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC -5 AM 10:40

**ARTICLES OF INCORPORATION OF ORUS  
INFORMATION SERVICES, INC.**

The undersigned hereby modifies the preexisting Articles of Incorporation of ORUS Information Services, Inc., such that these Articles of Incorporation shall be heretofore intended to reconstitute, reform and designate the corporation as a Florida corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I--NAME**

The name of the corporation (hereinafter referred to as "Corporation") shall be:  
ORUS Information Services, Inc., a Florida corporation

The address of the principal office of this Corporation in the State of Florida shall be:

Mr. Wesley P. Weeks, Vice President Finance  
Orus Information Services, Inc.  
6300 NE 1st Avenue, 3rd Floor  
Fort Lauderdale, Florida 33334

And the mailing address of the Corporation shall be the same.

**ARTICLE II--NATURE OF BUSINESS**

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country or Territory or Nation.

**ARTICLE III--CAPITAL STOCK**

The aggregate maximum number of shares of stock that this corporation is authorized to have issue and have outstanding at any one time is 10,000,000 shares of no par common stock, which shall constitute a single class of shares. The shares shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent of any additional voting groups which may hereafter be established as provided by Florida law. The shares of common stock of the corporation shall also be entitled to receive the net assets of the corporation upon dissolution. Cumulative voting shall not be permitted in the election of directors or otherwise.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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#### **ARTICLE IV--PREEMPTIVE RIGHTS**

This Corporation elects to grant preemptive rights to the Shareholders of record of the Corporation at the time of promulgation of these Amended Articles, and to all Shareholders thereafter.

#### **ARTICLE V--REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be: 6300 NE 1st Avenue, 3rd Floor, Fort Lauderdale, Florida 33334 and the name of the initial Registered Agent at that address is: Mr. Wesley P. Weeks.

#### **ARTICLE VI--TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VII--OFFICERS AND DIRECTORS**

The Officers and Directors who have, as of the date of these presents, been appointed, elected, or otherwise designated by the shareholders or other duly approved members or committees of this corporation, are hereby re-approved, re-adopted and re-appointed to the same such positions and capacities for which they were so designated prior to the corporation's status being designated as a Florida corporation. The initial By-Laws hereof shall be those as adopted by the Corporation's immediate-past and present Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

#### **ARTICLE VIII--MANAGEMENT**

The following provisions relate to the management of the business and conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by Florida law.

A. **Indemnification.** The corporation shall indemnify, to the extent permitted by law, any person who is or was a director or officer of the corporation, and may indemnify any other person, against any claim, liability, or expense arising against or incurred by such person made party to a proceeding because he or she is or was a director, officer, agent, fiduciary, or employee of the corporation or because he or she is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at the corporation's request. The corporation shall have the

further authority, to the extent permitted by law, to acquire and maintain insurance providing such indemnification to any person by general or specific action of the board of directors, the by-laws of the corporation, contract or otherwise.

B. **Limitation of Director's Liability.** No director of this corporation shall have any personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for: (i) any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) any provision of Florida law regarding the general duties of such persons; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his or her right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he or she may have for contribution from any other person or director.

SIGNED on October 24, 2001.

By: [Signature]  
Print Name: Jeffrey S Roschman  
Title: Secretary

**ACCEPTANCE OF REGISTERED AGENT DESIGNED IN AMENDED  
ARTICLES OF INCORPORATION**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designed in the certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By: [Signature]  
Print Name: Wesley P Weeks  
Title: Vice President Finance

Date: October 24 2001

Registered Agent/Incorporator